

Los Angeles County / Martin Luther King, Jr. / Charles R. Drew Medical Center - 12021 South Wilmington Avenue - Los Angeles, Ca. 90059 - (310) 668-4321

September 2, 2005

Honorable Board of Supervisors
County of Los Angeles
383 Kenneth Hahn Hall of Administration
500 West Temple Street
Los Angeles, California 90012

Dear Supervisors:

**APPROVAL OF THE BYLAWS OF THE KING/DREW MEDICAL CENTER HOSPITAL
ADVISORY BOARD
(2nd District) (3 Votes)**

IT IS RECOMMENDED THAT YOUR BOARD:

Approve the attached Bylaws of the King/Drew Medical Center Hospital Advisory Board ("HAB"), Exhibit I, effective upon Board approval and continuing for an indefinite period of time, with no fiscal impact.

PURPOSE/JUSTIFICATION OF RECOMMENDED ACTION

In taking this action, the Board is approving the Bylaws of the HAB, which provide the rules and procedures which will govern its operation. This will give the HAB official procedures for conducting its business.

The attached Bylaws were approved by the HAB's membership at a special meeting on August 31, 2005.

FISCAL IMPACT/FINANCING

None. The Bylaws themselves require no particular expenditure of funds.

The Honorable Board of Supervisors
September 2, 2005
Page 2

FACTS AND PROVISIONAL/LEGAL REQUIREMENTS

The major provisions in the Bylaws are as follows:

They set forth the membership of the HAB, which is to include 14-18 members to be appointed by your Board, generally after nomination by the HAB. This is two more authorized positions than were created when your Board appointed the current HAB. As required by your Board's action creating the Board, there are four ex officio members: the Director of the Department of Health Services, the Chair of the Board of Trustees of Charles R. Drew University of Medicine and Science, King/Drew Medical Center's ("KDMC") CEO and its PSA President. All of the ex officio members are able to vote, including the CEO. The Bylaws establish a three year term for each member except the originally appointed members, who will receive staggered terms. The HAB, working with the CEO, will provide your Board with recommendations on what the term for each originally appointed member should be. The Bylaws also provide for a term limit of two consecutive terms, and the process for filling vacancies.

As required by the Brown Act, the Bylaws provide for a regular meeting date, which is the second Monday of each month. They outline the procedures for noticing meetings including special meetings, and creating the agenda in a manner that are consistent with the Brown Act's requirements.

Article VI of Bylaws details the HAB's duties, which were derived from the responsibilities and powers assigned to the HAB in your Board's action creating it. Your Board's role as the official governing body for KDMC is confirmed in the Article V.

In Article VII, the Bylaws create HAB's officer positions, which are Chairperson, Vice Chairperson and Secretary, who serve for a one year term, and their duties and powers. Procedures for the nomination and election of these officers and filling vacancies is set forth. Under these Bylaws, ex officio members are not eligible to be officers.

The Bylaws establish the process for creating and using standing and ad hoc committees, and formally create four standing committees: Quality Oversight, Credentialing, Planning and Finance, and the Executive Committee, which is composed of the officers and chairs of the standing committees. The Executive Committee is instructed to meet as frequently as necessary, in a manner consistent with the Brown Act's requirements. It is empowered to make decisions on behalf of the HAB. Such decisions will be reported at the next meeting of the full HAB.

The Honorable Board of Supervisors

September 2, 2005

Page 3

Finally, the Bylaws set forth procedures for their amendment.

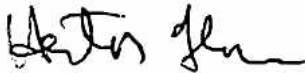
CONTRACTING PROCESS

Not applicable.

IMPACT ON CURRENT SERVICES (OR PROJECTS)

None.

Respectfully submitted,



Hector Flores, M.D.

Chairman

Attachment (1)

c: Chief Administrative Officer
County Counsel
Executive Officer, Board of Supervisors

Board Agenda: September 6, 2005**FACT SHEET****THE BYLAWS OF THE KING/DREW MEDICAL CENTER HOSPITAL ADVISORY
Second District****CONTACT PERSON:**

Hank Wells
Acting Chief Executive Officer
King/Drew Medical Center
Telephone: (310) 668-5201

SUBJECT:

Approval of the Bylaws of the King/Drew Medical Center Hospital Advisory Board ("HAB").

REQUESTED ACTION:

The Chairperson of the HAB is requesting that the Board of Supervisors approve the attached Bylaws of the HAB Exhibit I, effective upon Board approval and continuing for an indefinite period of time, with no fiscal impact.

CONTRACT AMOUNT:

Not Applicable.

TERMINATION PROVISION:

Not Applicable.

AUTOMATIC RENEWAL:

Not Applicable.

FIRST BOARD APPROVED CONTRACT:

Not Applicable.

TERM OF CONTRACT:

Not Applicable.

RETROACTIVE AGREEMENT:

Not Applicable.

SOLE SOURCE JUSTIFICATION:

Not Applicable.

SMALL BUSINESS WEBSITE:

Not Applicable.

KING-DREW MEDICAL CENTER
HOSPITAL ADVISORY BOARD
BY-LAWS

ARTICLE I - NAME

The name of the board shall be the King/Drew Medical Center Hospital Advisory Board, herein known as the "HAB."

ARTICLE II - PURPOSE AND OBJECTIVES

The purpose of the HAB is to act in conjunction with the County of Los Angeles Board of Supervisors ("Board of Supervisors") and the County Department of Health Services ("DHS") to provide policy direction and oversight of King/Drew Medical Center ("KMDC"), which is owned and operated by the County of Los Angeles ("County"), and to oversee and review implementation of directions from the Board of Supervisors concerning KDMC.

ARTICLE III - MEMBERSHIP

Section 1 - Members

- A. There shall be fourteen to eighteen (14-18) voting Members of the HAB. The voting Members shall be composed of two categories:
 - 1. Four (4) ex officio Members, as follows:
 - A. Director of DHS
 - B. Chair of the Board of Trustees of Charles R. Drew University of Medicine and Science, or her/his designee
 - C. President of the KDMC Professional Staff Association ("PSA")
 - D. The KDMC Chief Executive Officer
 - 2. Ten to fourteen (10-14) Members at-large. The exact number of Members at-large shall be based on the number of appointments by the Board of Supervisors, and may change over time.
- B. All voting Members shall be appointed by the Board of Supervisors from a list of nominees prepared by the HAB, with the exception of the initial board which shall be appointed from a list transmitted to the Board of Supervisors by the Chief Administrative Officer of the County of Los Angeles ("CAO").
- C. The HAB and/or the CAO shall nominate candidates considering, without limitation, the following characteristics:

1. Expertise/experience in academic medicine
 2. Expertise in community medicine
 3. Expertise/experience in health care and/or business administration
 4. Expertise/experience in financial management
 5. Expertise/experience in hospital nursing management
 6. Expertise/experience in public health management
- D. The HAB shall present a list of nominees to the Board of Supervisors no less than thirty (30) days prior to the expiration of the term(s) of the existing Member(s).

Section II - Responsibilities Members

- A. All Members must:
1. Attend all HAB meetings.
 2. Serve without compensation. Travel and meal expenses shall be allowable in accordance with any reimbursement policies adopted by the Board of Supervisors.
- B. No HAB member shall participate in a decision of the body in which the Member has a financial interest. Financial interest shall be defined as set forth in the Political Reform Act (Government Code section 87000 et seq.), as now written or as may be amended.

Section III - Terms

- A. Except for ex officio Members, Members of the HAB shall serve three (3) year terms; provided, of the original Members, four (4) Members shall be appointed for an original term of one (1) year, four (4) Members shall be appointed for an original term of two (2) years, and the remaining original Members shall be appointed for an original term of three (3) years.
- B. Members of the HAB may not serve for more than two (2) consecutive terms.

Section IV - Vacancies

- A. Any member of the HAB may be removed at any time by a majority vote of the Board of Supervisors, whether on the Board of Supervisors' own motion or upon recommendation of the HAB.
- B. The HAB shall recommend removal of a voting Member if he or she is absent from three (3) regular meetings in a one-year period, or when the Member fails to meet responsibilities of Membership, as specified in Section II, for a three (3) month period, unless the HAB excuses such absences or failures based on extenuating circumstances.
- C. Any resignation of a Member shall be in writing and filed with the Secretary of the HAB and the Clerk of the Board of Supervisors.
- D. All vacancies shall be filled by the Board of Supervisors in accordance with the procedures set forth in Section I above for the unexpired term created by the vacancy.

ARTICLE IV - MEETINGS

Section I - Quorum and Voting Requirements

- A. A quorum is necessary to conduct business and make recommendations. A quorum shall be defined as one half the total filled voting members of the HAB plus one.
- B. A majority vote of those present is required to take any action.
- C. Each voting Member shall be entitled to one vote. Voting must be in person; no proxy votes will be accepted.
- D. Attendance at all meetings shall be recorded on a sign-in sheet. Members are responsible for signing the attendance sheet. The names of Members attending shall be recorded in the official minutes.

Section II - Meetings

- A. The HAB shall hold regular meetings on the second (2nd) Monday day of each month.
- B. Special meetings may be called by the Chair or upon written request of a majority of the voting Members.

- C. All meetings, whether regular or special, shall be open and public, and shall be conducted in accordance with the Ralph M. Brown Act (Gov. Code §§ 54950 and following) and with Roberts Rules of Order (newly revised edition).

Section III - Notice, Agenda and Supportive Materials

- A. The agenda for each regular meeting shall be posted in an area which is freely accessible to the public, in accordance with the Ralph M. Brown Act, not less than seventy-two (72) hours prior to the meeting. Such agendas shall include a brief, general description of each item of business and shall specify the time and location of the meeting.
- B. Actual advance notice of any special meeting shall be given to each member of the HAB at least twenty-four (24) hours before the time of the meeting. The notice shall be in writing and state the time, place and the business to be transacted, and no other business shall be considered at the special meeting. Public Notice of special meetings shall be provided to local newspapers and radio or television stations requesting written notice, at least 24 hours in advance of the meeting, and shall be posted, in accordance with the Ralph M. Brown Act.
- C. Generally, only items of business listed on the posted agenda may be discussed or acted upon. However, items which qualify as an emergency, in accordance with the Ralph M. Brown Act, or which require immediate action and which came to the attention of the HAB after the agenda was posted, can be added to the agenda at the meeting by a two-thirds (2/3) vote.
- D. To the extent that the Ralph M. Brown Act is amended so that its requirements are inconsistent with these Bylaws, such inconsistent Bylaw provision shall be considered suspended, and the requirements of the Ralph M. Brown Act followed, until such time as these Bylaw provisions may be amended.

Section IV – Minutes

Minutes shall be maintained reflecting all actions taken, recommendations made or decisions rendered.

ARTICLE V - LIMITATIONS OF AUTHORITY

The Board of Supervisors shall remain the official governing body for KDMC and is ultimately responsible for the quality of care provided at KDMC. The Board of Supervisors retains the authority to set general policy at KDMC including policies related to financial management practices, charging and rate setting, labor relations and conditions of employment. The HAB may not adopt any policy or practices, or take any action, which is inconsistent with the Los

Angeles County Code or which alters the scope of any policy set by the Board of Supervisors.

ARTICLE VI - DUTIES

Section I

Subject to the limitations imposed in Article V, the duties of the HAB shall be as follows:

- A. Evaluate KDMC organizational management and planning, and work with hospital leadership to correct deficiencies.
- B. Recommend the scope of hospital services in conjunction with DHS, for approval as appropriate by the Board of Supervisors.
- C. Participate in selection of an individual for appointment as KDMC's Chief Executive Officer by the Director of DHS.
- D. Assure coordination and integration among the hospital's leaders to allow them to establish policy and maintain quality care and patient safety.
- E. Provide a system for resolving conflicts among leaders and the individuals under their leadership. Such system may supplement, but may not supercede any system established under the County civil service system.
- F. Evaluate annually KDMC's performance in relation to its vision, mission and goals, and issue such evaluations with recommendations for improvement.
- G. Receive annual reports from hospital management addressing system or process failures and actions taken to improve safety both proactively and in response to actual occurrences, and assure that hospital leadership has responded appropriately.
- H. Review the medical staff bylaws and after appropriate consultation with DHS, work with the medical staff to develop any requested revisions to such bylaws for approval by the Board of Supervisors.
- I. Exercise delegated authority from the Board of Supervisors to grant, renew, revise, or deny setting-specific clinical privileges, based on recommendations from the medical staff, that are consistent with the Board of Supervisors' approved scope of service. This responsibility and authority may be delegated to a committee of the HAB.
- J. Recommend to DHS an annual operating budget and participate with DHS and the CAO in developing a final budget for presentation to the Board of Supervisors.

- K. Recommend to DHS a long-term capital expenditure plan and participate with DHS and CAO in developing a final plan for presentation to the Board of Supervisors.
- L. Evaluate the availability of resources and make recommendations on changes necessary to assure patient safety and quality care.
- M. Receive and evaluate reports on malpractice, patient satisfaction, and compliance with regulatory and accreditation requirements.
- N. Provide direction to KDMC management, and monitor its performance, in at least the following areas:
 - 1. Implementation of approved consultants' recommendations and the ongoing reporting on the status of such implementation.
 - 2. Provision of accurate and timely clinical and financial information, including metrics to enable ongoing evaluation of KDMC's performance over time compared with best practice performance levels of similar institutions.
 - 3. Conformity to DHS and other County operating policies and procedures.
 - 4. Identification of clinical and operational problems and the development and implementation of plans to resolve deficiencies in a timely manner, with regular progress reports.
 - 5. Provision of recommendations regarding appropriate external expertise to assist in establishing an HAB education and development program.
 - 6. Maintenance of current scope of services, unless modified by the Board of Supervisors.
- O. Oversee KDMC management's monitoring of compliance by both Charles R. Drew University of Medicine and Science (Drew) and DHS with the terms and conditions of the Medical School Operating Agreement (Affiliation Agreement), especially as those terms relate to the dual mission of patient care and teaching at KDMC.
- P. Create recommendations to DHS regarding ways to clarify the Medical School Operating Agreement in the areas of physician staffing levels, time allocations, and time reporting methodologies, and medical accountability for individual and collective physician performance related to the quality of medical services.
- Q. Evaluate compliance by KDMC, DHS, and Drew with graduate medical education program obligations related to supervision of residents, adherence to Residency Review Committee and ACGME program requirements, and adequacy of clinical

experience, and recommend improvements in these areas, by all parties, as appropriate.

- R. Collaborate with DHS in seeking opportunities to strengthen graduate medical education programs, including exploring the merits of establishing new relationships with other academic medical centers and/or schools of medicine.
- S. Oversee the development and implementation of an Information Technology Plan consistent with KDMC's and DHS' clinical and business strategy.
- T. Evaluate financial performance consistent with KDMC's annual operating budget and productivity standards; recommend and direct the implementation of expense reduction, clinical resource management and revenue cycle initiatives, after coordination with DHS. Any proposed service reduction requires approval by the Board of Supervisors.
- U. Evaluate hospital business practices, policies and procedures that influence the quality of care and/or impede efforts to provide care in the most cost effective manner possible. Where a business practice is particular to KDMC, initiate changes as appropriate. Where a business practice is based on DHS or County-wide policy, make recommendations to DHS for change as appropriate. In all cases, assure compliance with appropriate KDMC, DHS, or County-wide policies.
- V. Review Human Resources activities with respect to recruitment and retention, and direct implementation of improvements in employee training and orientation, and management training and development. Make recommendations to DHS regarding changes in labor contract terms and conditions, supervisor/employee relations, performance evaluations and opportunities to reduce workers compensation utilization.
- W. Review the provision of services by KDMC staff to other DHS health centers.
- X. Cooperate and consult with DHS in its oversight of the interim management and implementation services provided by external consultants.
- Y. Develop a plan for obtaining community input and participation in HAB activities.
- Z. Appoint persons to membership on the HAB's Standing and Ad Hoc committees and Task Forces, designate the chairperson thereof, and perform or authorize the performance of such other administrative task as are desirable for the operation of the HAB. The HAB may delegate the responsibility to appoint committee members and committee chairperson to the HAB Chairperson by motion approved by a majority of the Members present at the meeting.

AA. Perform any and all tasks requested by the Board of Supervisors.

ARTICLE VII - OFFICERS

Section I - Designation

There shall be a Chairperson, a Vice Chairperson, and a Secretary of the HAB. All officers shall be elected from the voting Membership of the HAB. Ex officio members shall not be eligible to serve as officers of the HAB.

Section II - Powers and Duties of Officers

A. Chairperson

1. Shall preside at all meetings of the HAB.
2. Shall plan and carry out the agenda for each regular and special meeting.
3. Shall facilitate the purposes of the HAB by having such powers and duties as may be prescribed from time to time by majority vote of the Membership.
- 4.. May delegate a reasonable portion of his or her duties to the Vice Chairperson.

B. Vice Chairperson

1. Shall assist the Chairperson in his or her duties as needed.
2. Shall perform the duties of Chairperson in the event of his/her absence, resignation, or inability to perform his/her duties, until such time as the Chairperson returns or a new chairperson assumes office under the provisions of these Bylaws.

C. Secretary

1. Shall record all of the votes, and record and distribute the minutes and reports of the HAB.
2. May appoint a KDMC staff person to assist in the performance of these duties.

Section III – Nominations and Elections

A. Nominations

1. At its first regular meeting each fiscal year, the HAB shall designate three (3) of its Members as the Nominating Committee to nominate the Chairperson, Vice Chairperson, and the Secretary; provided that, for the initial HAB, the designation of the Nominating Committee shall be made at the first meeting of the HAB.
2. The Nominating Committee shall contact proposed candidates to determine their willingness to run for office, and nominate additional candidates if necessary to complete a ballot of nominees for each office.
3. The Nominating Committee shall transmit its nominations to each member of the HAB not less than seven (7) days prior to the next regular meeting. Nominations may be made from the floor at that meeting.

B. Elections

1. Election of officers shall be held at the second regular meeting each fiscal year, except the election of officers for the initial HAB shall occur on its second regular meeting, regardless of when during the year that occurs. If no candidate for an office obtains over fifty percent (50%) of the vote, a run-off between the two candidates with the most votes shall be held immediately following the vote count.
2. The Nominating Committee shall prepare and count the votes. Any Nominating Committee member who is a candidate for a particular office shall not participate in the preparation or counting of votes for that office.

Section IV - Term

The term of each office shall be one (1) year, commencing on the date of election, except that officers for the initial HAB shall serve until new officers are elected for the 06/07 fiscal year.

Section V - Resignation

Any officer may resign by filing written resignation with the Chairperson or Vice Chairperson, as appropriate. Such resignation shall be announced at the next HAB meeting, whether special or regular.

Section VI - Recall

Any officer may be recalled by a majority vote of the HAB.

Section VII - Vacancies

Upon a vacancy in the office of Chairperson, Vice Chairperson, and/or Secretary, nominations shall be accepted at the meeting in which the vacancy is announced. The vote on such nominees shall be taken at the next regular meeting and the election shall proceed as under Section III. If the office of the Chairperson is vacated after the tenth month of any term, then the Vice Chairperson shall fill out the remaining months of the term. In this event, a new Vice Chairperson shall be elected by majority vote at the following meeting.

ARTICLE VIII - COMMITTEES

A. Section I - Committee Structure

1. The HAB may utilize both Standing and Ad Hoc committees and Task Forces.
2. Standing committees shall be defined as on-going committees and Ad Hoc committees or Task Forces shall be defined as time-limited committees with designated purposes.
3. Any member may suggest the creation of a Standing committee or an Ad Hoc committee or task force when it appears necessary, and such committee or task force may be established upon majority vote of the HAB; provided that the creation of new Standing committee requires approval by the Board of Supervisors.
4. The HAB may appoint to its committees as members, persons who are not HAB Members. Any person so appointed shall abide by the same conflict of interest provisions as HAB Members.
5. All Standing committees shall conduct their business in accordance with the Ralph M. Brown Act, including but not limited to providing notice and public access to meetings which are not closed in accordance with that law. Notwithstanding the forgoing, the Credentials and Quality Assurance committees may meet in closed session, in accordance with law, to discuss any report of a hospital medical review, or hospital quality assurance committee.
6. Ad Hoc committee and Task Force meetings shall be called by the Chairperson of the committee, or the Chairperson of the HAB.

7. After consultation with County Counsel, any Standing committee may be disbanded upon an affirmative majority vote of the HAB with subsequent approval by the Board of Supervisors.
8. After consultation with County Counsel, Ad Hoc committees and Task Forces shall be disbanded upon the completion of their assignment or by majority vote of the HAB members.

Section III - Standing Committees

The following will be considered Standing Committees:

A. Quality Oversight Committee

1. The purpose of the Quality Oversight Committee (QOC) is to: (1) assure all necessary policies and procedures are in place to provide high quality care, meet relevant regulatory and accreditation requirements, and protect the safety of patients, staff and visitors; (2) assure there is an appropriate operational mechanism in place to execute said policies and procedures, including an audit mechanism to provide independent verification of the proper execution of said policies; (3) monitor the performance of the institution and its various operating units; (4) recommend performance improvement strategies and actions when indicated by demonstrated performance or otherwise when such initiatives would enhance the quality of services provided by the medical center.
2. The Committee shall consist of at least 3 HAB members, one of whom shall be the President of the PSA and another of whom shall chair the Committee. Ex officio non-voting members of the Committee shall include the KDMC's Chief Executive Officer, Chief Operations Officer, Medical Director, Chief Nursing Officer, Associate Medical Directors, Director of Quality Management/Performance Improvement, Director of Pharmacy and Director of Quality Improvement of the Los Angeles County Department of Health Services, or their successors in interest.

B. Credentialing Committee

1. The purpose of the Credentialing Committee shall be to exercise delegated authority from the Board of Supervisors to grant clinical privileges at KDMC.
2. KDMC's chief medical officer and the President of the Professional Staff Association of KDMC shall be members of the Credentialing Committee,

along with those HAB Members appointed to the committee pursuant to Article VI, Section Z above.

3. In granting, revoking or modifying the clinical privileges of any practitioner, the Credentialing Committee may only act upon recommendations received from the Professional Staff Association and made in accordance with procedures set forth in Professional Staff Association Bylaws, and only when the privileges relate to services which are within the scope of services approved by the Board of Supervisors for provision at KDMC.
4. The actions of the Credentialing Committee shall be independent of any actions taken by DHS with respect to the employment of a clinician, or the services provided by a contracted clinician; except that employed and contract clinicians shall not admit or provide any services to a KDMC patient unless they hold privileges to do so.

C. Planning and Finance Committee

1. The purposes of this committee are:
 - a) To oversee the preparation and semi-annual update of a strategic plan for KDMC for ultimate presentation to DHS and the Board of Supervisors. Such plan shall consider community needs, and KDMC's ability to respond to them, and shall include an evaluation of scope of services, including recommendations for any required changes, as well as an evaluation of capital and operational needs to meet strategic goals.
 - b) To oversee the preparation, review and submission through DHS of the annual operating budget.
 - c) To oversee the preparation, review and submission through DHS of the annual update to the capital expenditure plan.
 - d) To oversee the identification of new and/or expanded sources of revenue.
 - e) In conjunction with DHS, to oversee KDMC's financial operations.
2. KDMC's Chief Executive Officer, its Chief Financial Officer as well as one or more delegates of the Director of DHS shall be members of the Planning and Finance Committee, along with HAB Members and others

appointed to the committee pursuant to Article VI, Section Z above.

D. Executive Committee

1. The purpose of the Executive Committee is to discuss current issues and act on behalf of the HAB when action between HAB meetings is necessary.
2. The membership of the Executive Committee shall consist of the HAB officers (as defined in Article VII) and Chairs of the Standing Committees (as defined in Article VIII).

ARTICLE IX - ADOPTION AND AMENDMENTS

These Bylaws shall be adopted and may be amended by a majority vote of a quorum of the HAB at any regular or special meeting; provided that, in the case of amendment, written notice of the amendment shall have been submitted to each HAB member at least seven (7) days prior to the meeting, and that, subsequent to HAB action, said amendments are approved by the Board of Supervisors.